

Toral Makani Joshi
Deputy Attorney General
(973) 648-3730

PETER C. HARVEY,
ACTING ATTORNEY GENERAL OF NEW JERSEY
and FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Plaintiffs,

v.

WELLESLEY SERVICES, LLC,
a New Jersey Limited Liability Company
f/k/a WS SURVIVOR, L.L.C.; et al.,

Defendants.

SUPERIOR COURT OF
NEW JERSEY
CHANCERY DIVISION-
GENERAL EQUITY
BERGEN COUNTY

DOCKET NO. BER C-95-05

Civil Action

CONSENT ORDER AND
FINAL JUDGMENT AS
TO DEFENDANT
THOMAS GIACOMARO

This matter was opened to the Court on the application of Peter C. Harvey, then Acting Attorney General of New Jersey, attorney for Plaintiffs, on behalf of Franklin L. Widmann, Chief of the New Jersey Bureau of Securities (the "Bureau Chief"), (Victoria A. Manning and Toral Makani Joshi, Deputy Attorneys General appearing), by way of an Order to Show Cause, Verified Complaint

and supporting brief and Certifications, alleging that Thomas Giacomaro ("Giacomaro") directly and acting in concert with other persons, engaged in conduct in violation of the Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq. ("Securities Law"). Plaintiffs and pro se defendant Giacomaro have agreed to resolve any and all issues in controversy in this action, on the terms set forth in this Consent Order and Final Judgment, which terms have, with the consent of the Bureau Chief and pro se defendant Giacomaro, been reviewed and approved by the Honorable Robert P. Contillo as confirmed by entering this Consent Order and Final Judgment.

FINDINGS AND CONCLUSIONS OF LAW

Giacomaro admits to having engaged in the conduct alleged in the Verified Complaint filed in the New Jersey Superior Court, Chancery Division, Essex County, Harvey v. Wellesley Services, LLC, et al., Docket No. ESX-C-188-03¹. The Bureau Chief finds that Giacomaro violated the Securities Law and finds the facts described in: (1) the transcript of Giacomaro's plea proceedings on June 6, 2003 in the United States District Court, District of New Jersey in United States of America v. Giacomaro, Case No. 03cr444-01, before the Honorable Judge Wolin, U.S.D.J. attached to this Consent Order and Final Judgment as Exhibit 1, which is an integral part of this Consent Order and Final Judgment; and (2) based upon the conduct described in Giacomaro's plea proceeding in the Superior Court of

¹This matter was transferred from the Superior Court, Chancery Division, Essex County to this Court and assigned the docket number noted in the caption.

New Jersey, Criminal Division, Bergen County, in the State of New Jersey v. Thomas Giacomaro Docket No. 1659-03, before the Honorable Donald R. Venezia, J.S.C. on June 6, 2003, attached to this Consent Order and Final Judgment as Exhibit 2, which is an integral part of this Consent Order and Final Judgment.

Giacomaro admits that such acts and practices constitute violations of the Securities Law and consents to the form and entry of this Consent Order and Final Judgment as evidenced by his Certification attached hereto.

IT IS on this 27 day of June, 2006, ORDERED

AND AGREED:

1. Defendant Giacomaro is found to have engaged in the conduct alleged in the Verified Complaint, Harvey v. Wellesley Services, LLC et al., in violation of the Securities Law;

PERMANENT INJUNCTIVE RELIEF

2. Defendant Giacomaro, individually and by or through any corporation, business entity, agent, employee, partner, officer, director, attorney, stockholder and/or any other person who is directly or indirectly under his control or direction, is permanently restrained and enjoined from directly or indirectly violating the New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq., ("Securities Law") and, specifically, from engaging in the following conduct:

- (i) offering for sale or selling, distributing, promoting, advising, advertising, soliciting, negotiating, and/or

advancing the sale of securities in any manner to, from, or within the State of New Jersey and offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting unregistered securities in any manner to, from, or within the State of New Jersey;

(ii) issuing securities or engaging in any securities related activity; and

(iii) engaging in the conduct described in plaintiffs' Verified Complaint, Harvey v. Wellesley Services, LLC et al., Docket No. ESX-C-188-03.

RESTITUTION

3. Defendant Giacomaro shall make restitution to investors in an amount of \$69,291,511.52 as previously ordered in the criminal proceedings described above by: (1) Honorable Judge Wolin, U.S.D.J.²; and (2) Honorable Donald R. Venezia, J.S.C. who imposed a fine upon Giacomaro of \$100,000.00 and also ordered Giacomaro to pay restitution in the amount of \$69,291,511.52.³

CIVIL MONETARY PENALTY

4. Defendant Giacomaro is not assessed a civil monetary penalty pursuant to N.J.S.A. 49:3-70.1, as he has been ordered to pay restitution in the amount of \$69,291,511.52. and is currently

² A copy of the judgment dated February 17, 2004 is attached as Exhibit 3.

³ A copy of the Judgment of Conviction, dated March 5, 2004 is attached as Exhibit 4.

serving a fourteen (14) year sentence in Fort Dix Federal Correctional Facility for his conduct relating to Wellesley Services, LLC and its related entities as described in the Exhibits 1 and 2 attached to this Consent Order and Final Judgment. The public interest has accordingly been served.

GENERAL PROVISIONS

5. This Consent Order and Final Judgment applies to and is binding upon defendant Giacomaro.

6. The parties acknowledge that for the purpose of enforcement of this Consent Order and Final Judgment, New Jersey Law shall govern the terms and provisions herein.

7. The parties represent that each has signed this Consent Order and Final Judgment with full knowledge, understanding and acceptance of its terms.

8. This Consent Order and Final Judgment constitutes the entire agreement between plaintiffs and defendant Giacomaro with respect to the subject matter of the Verified Complaint. Any addition, deletion or change to this Consent Order and Final Judgment must be in writing and signed by all parties to be bound and approved and signed by the Court.

9. This Consent Order and Final Judgment is entered into by the parties as their own free and voluntary act and with full knowledge and understanding of the obligations and duties imposed by this Consent Order and Final Judgment.

10. As used in this Consent Order and Final Judgment, the plural shall include the singular and the singular shall include the plural. In addition, "or" and "and" shall be interpreted conjunctively.

11. Except as otherwise explicitly provided in this Consent Order and Final Judgment, nothing herein shall be construed to limit the authority of the Attorney General to protect the interests of the State or the people of the State.

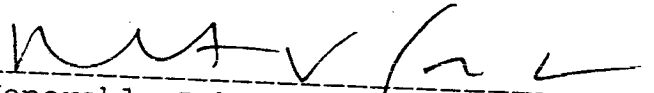
12. If any portion of this Consent Order and Final Judgment is held invalid or unenforceable by operation of law, the remaining terms of this Consent Order and Final Judgment shall not be affected.

13. This Consent Order and Final Judgment shall be binding upon the parties hereto and their successors. In no event shall assignment of any right, power or authority under this Consent Order and Final Judgment avoid compliance with this Consent Order and Final Judgment.

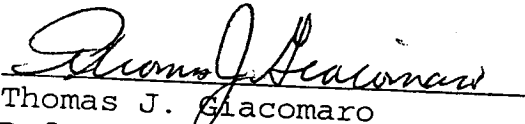
14. Giacomaro shall not represent or imply that any business practice or other act or practice hereinafter used or engaged in by him has been required or approved, in whole or part, by the Attorney General, the Bureau of Securities, the State of New Jersey or any of the State's agencies, agents or subdivisions.

15. Unless otherwise prohibited by law, any signatures by the parties required for entry of this Consent Order and Final Judgment may be executed in counterparts, each of which shall be deemed an

original, but all of which shall together be one and the same
Consent Order and Final Judgment.

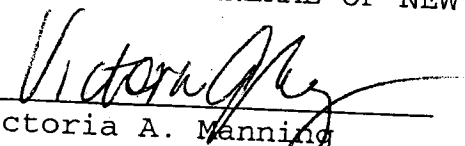

Honorable Robert P. Contillo, J.S.C

Consent to the Form, Content
and Entry of this Consent Judgment:


Thomas J. Giacomaro
Defendant

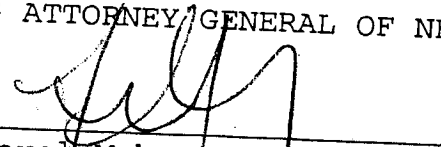
Dated: 6/19/2006

ANNE MILGRAM
ACTING ATTORNEY GENERAL OF NEW JERSEY

By: 
Victoria A. Manning
Deputy Attorney General

Dated: 6/22/06

ANNE MILGRAM
ACTING ATTORNEY GENERAL OF NEW JERSEY

By: 
Toral Makani Joshi
Deputy Attorney General

Dated: 6/28/06

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By: Victoria A. Manning
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(973) 648-3730

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SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION-BERGEN COUNTY

PETER C. HARVEY,
Attorney General of New Jersey,
on behalf of
FRANKLIN L. WIDMANN,
Chief of the New Jersey
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Docket No. BER-C-095-05

CONSENT AND CERTIFICATION

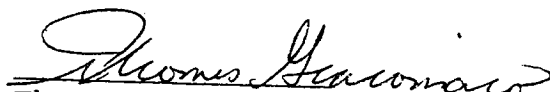
I, **THOMAS GIACOMARO**, hereby certify:

1. I was not represented by an attorney in connection with all aspects of this proceeding including considering and entering into the Consent Order and Final Judgment to which this Consent and Certification is to be attached;

2. I was provided with a copy of the Consent Order and Final Judgment and of this Consent and Certification, by the Plaintiffs in this proceeding; that I have had an opportunity to review them and to ask questions about them; and that I understand their terms and conditions;
3. The terms of the Consent Order and Final Judgment fully, fairly and accurately set forth my agreement with plaintiffs;
4. No employee or official of, or person representing, the Bureau of Securities or the State of New Jersey, has made any additional promise or representation to me regarding this agreement;
5. I intend this Consent and Certification to be an integral part of the Consent Order and Final Judgment;
6. I will abide by, and take all action necessary or helpful to implement the terms of the Consent Order and Final Judgment and this Consent and Certification;
7. I make these statements unequivocally and without any unstated qualification or reservation.

I am aware that if any of my statements in this Consent and Certification is false, I am subject to punishment.

Certified to this 19th day of June 2006,


Thomas Giacomaro